ALICO INC Form 4

December 28, 2015

OMB APPROVAL

3235-0287

January 31,

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and A Wilson Cla	Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		INC [alc]		(Cl	neck all applicab	le)	
(Lust)	(Tist) (H	,	3. Date of Earliest Transaction (Month/Day/Year)				% Owner	
21299 US I	12/28/20	12/28/2015			_X Officer (give title Other (specify below) President & CEO			
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
LAKE WA	Filed(Mon	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Tabl	e I - Non-D	Perivative Securities A	cquired, Disposed	l of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Alico, Inc., Common 12/28/2015 12/28/2015 Α 1,646 55,864 D Α (1) Stock, Par

Value \$1.00

Alico, Inc., By Rio Common Verde 12/28/2015 12/28/2015 A 6,621 215,572 Ι Α <u>(1)</u> Stock, Par Ventures. LLC (1)

Code V Amount

Value \$1.00

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

Transaction(s)

(Instr. 3 and 4)

or

(D)

Price

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
						Date	Expiration				
						Exercisable	Date				
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Wilson Clayton G 21299 US HWY 27 LAKE WALES, FL 33859	X		President & CEO			

Signatures

Clayton G.
Wilson

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 1,646 shares were issued directly to Mr. Wilson and 6,621 shares were issued to Rio Verde Ventures, LLC as earn out consideration in connection with the Company's acquisition of 734 Citrus Holdings, LLC. Mr. Wilson is the Manager of Rio Verde Ventures, LLC. Mr. Wilson disclaims beneficial ownership of the Company's common Stock held by Rio Verde Ventures, LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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